



(Constituted in the Republic of Singapore
Pursuant to a trust deed dated 9 October 2002 (as amended))

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of Ascendas Real Estate Investment Trust ("**A-REIT**") will be held on 22 March 2012 at 10.00 a.m. at Level 4 Auditorium, 87 Science Park Drive, Science Hub, Singapore 118260, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTION

1. THE PROPOSED ACQUISITION OF THE PROPERTIES

That:

- (a) approval be and is hereby given for the acquisitions (the "**Acquisitions**") of 73 Science Park Drive, Cintech I, 75 Science Park Drive, Cintech II, 77 & 79 Science Park Drive, Cintech III and Cintech IV (collectively, the "**Properties**") from Ascendas Land (Singapore) Pte Ltd ("**ALS**" or the "**Vendor**") for an total purchase consideration of S\$183.0 million, on the terms and conditions set out in the sale and purchase agreement dated 6 February 2012 (the "**Sale and Purchase Agreement**") made between HSBC Institutional Trust Services (Singapore) Limited, as trustee of A-REIT (the "**Trustee**"), and the Vendor;
- (b) approval be and is hereby given for the payment of all fees and expenses relating to the Acquisitions; and
- (c) Ascendas Fund Management (S) Limited, as manager of A-REIT (the "**Manager**"), any director of the Manager, and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of A-REIT to give effect to the Acquisitions.

EXTRAORDINARY RESOLUTION

2. THE ISSUE OF THE CONSIDERATION UNITS

That:

- (a) subject to and contingent upon the passing of Ordinary Resolution 1, approval be and is hereby given for the purposes of Clause 5.1.4 of the trust deed constituting A-REIT (the "**Trust Deed**") for A-REIT to issue, in the manner described in the Circular, such number of Consideration Units (as defined in the Circular) to ALS, as would be required to satisfy the Equity Consideration (as defined in the Circular) in relation to the Acquisitions; and
- (b) the Manager, any director of the Manager and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of A-REIT to give effect to the issue of the Consideration Units.

BY ORDER OF THE BOARD
Ascendas Funds Management (S) Limited
(Company Registration No. 200201987K)
as manager of Ascendas Real Estate Investment Trust

Mary Judith De Souza
Company Secretary
Singapore
8 March 2012

Important Notice:

- (1) A unitholder of A-REIT entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a unitholder of A-REIT.
- (2) Where a unitholder of A-REIT appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding (expressed as a percentage of the whole) to be represented by each proxy.
- (3) The instrument appointing a proxy must be lodged at the Unit Registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for the Extraordinary General Meeting.